

**EXHIBIT A**

***Form of Final Decree***

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (KG)
	)	
Reorganized Debtors.	)	
	)	
In re:	)	Chapter 11
	)	
DAREX PUERTO RICO, INC.,	)	Case No. 01-01150 (KG)
	)	
	)	Re docket no. _____
	)	Hearing Agenda item no. _____

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**FINAL DECREEE CLOSING THE CHAPTER 11 CASE CAPTIONED *IN RE DAREX  
PUERTO RICO, INC.*, CASE NO. 01-01150**

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Upon consideration of the *Motion to Close the Chapter 11 Case Captioned In re Darex Puerto Rico, Inc., Case no. 01-01150 (KG)* (the “Motion”), it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:<sup>2</sup>

1. The Motion is granted in its entirety.

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<sup>1</sup> The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”) and Darex Puerto Rico, Inc. (“Darex”).

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

2. The chapter 11 case captioned *In re Darex Puerto Rico, Inc.*, Case no. 01-01150 (the “Darex Chapter 11 Case”), is hereby closed effective as of the date of entry of this Final Decree.
3. Entry of this Final Decree is without prejudice to the rights of W. R. Grace & Co. (“Grace”), W. R. Grace & Co.-Conn. (“Grace-Conn.”), or any other party-in-interest to seek to reopen the Darex Chapter 11 Case.
4. The requirement that Darex file a final report pursuant to Local Rule 3022-1(c) is hereby waived.
5. To the extent not already paid, the fees required to be paid to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) shall be paid by Grace and Grace-Conn. no later than November 30, 2017.
6. The Clerk of the Court shall enter this Final Decree individually on the Darex docket, and thereafter the Darex docket shall be marked as “Closed.”
7. Grace, Grace-Conn., and BMC Group, Inc. as claims reconciliation and solicitation agent, are authorized to take all actions that may be necessary to undertake the relief granted in this Final Decree.
8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 6004(a) and the Local Rules are satisfied by such notice.
9. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Final Decree, and shall retain jurisdiction over the Darex Chapter 11 Case pursuant to Plan Art. 10.

10. Notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(h), 7062, or 9014 of or otherwise, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

Dated: \_\_\_\_\_, 2017

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Honorable Kevin Gross  
United States Bankruptcy Judge